

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Sunniva Inc. (“**Sunniva**” or the “**Company**”)
1200 Waterfront Centre
200 Burrard Street, PO Box 48600
Vancouver, British Columbia
V7X 1T2

2. Date of Material Change

August 29, 2019.

3. News Release

The news release announcing the material change described in this material change report was disseminated through the services of CISION (Canada News Wire) on August 29, 2019, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On August 29, 2019 the Company announced that it closed a second tranche of the Company’s non-brokered private placement (the “**Offering**”) previously announced on August 1, 2019, for an additional 1.46 million units of the Company (“**Units**”) for gross proceeds of approximately \$1.46 million (US\$1.1 million). In aggregate, a total of 7.23 million Units were issued, with each Unit consisting of a principal amount of unsecured promissory notes of the Company (“**Promissory Notes**”) bearing interest at a rate of 10% per annum and 0.40 common share purchase warrant of the Company (“**Warrants**”) at an exercise price of \$2.50 per Warrant. The Promissory Notes mature 6 months from the closing date.

5.1 Full Description of Material Change

On August 29, 2019 the Company announced that it closed a second tranche of the Offering previously announced on August 1, 2019, for an additional 1.46 million Units for gross proceeds of approximately \$1.46 million (US\$1.1 million). In aggregate, a total of 7.23 million Units were issued, with each Unit consisting of a principal amount of Promissory Notes bearing interest at a rate of 10% per annum and 0.40 Warrants at an exercise price of \$2.50 per Warrant. The Promissory Notes mature 6 months from the closing date.

The Units issued under the Offering were issued under the following terms:

Promissory Notes

- Maturity: 6 months from the closing date.
- Interest Rate: 10% (annual rate).

Warrants

- Number of Warrants: 0.40 Warrants per Unit (each Warrant entitles the holder to acquire one common share of the Company at the Warrant Exercise Price).
- Warrant Exercise Price: CAD\$2.50 per Warrant.
- Warrant Term: The Warrants shall be exercisable for a period of two years immediately following the closing date.

Resolutions of the board of directors were passed on July 18, 2019, August 1, 2019 and August 26, 2019 approving the Offering. No materially contrary view or abstention was expressed or made by any director in connection with the above resolutions, other than Dr. Anthony F. Holler, a director of the Company who abstained from the approval due to his interest in the first tranche of the Offering.

5.2 Disclosure for Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

David Lyle
Chief Financial Officer
(587) 430-0688

9. Date of Report

September 5, 2019.

Cautionary Statement regarding Forward-Looking Statements and other Cautionary Notes

This material change report includes statements containing certain “forward-looking information” within the meaning of applicable securities law (“forward-looking statements”). Forward-looking statements are frequently characterized by words such as “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this material change report. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.